

FEC FORM 5**REPORT OF INDEPENDENT EXPENDITURES MADE AND CONTRIBUTIONS RECEIVED**

To Be Used by Persons (Other than Political Committees) including Qualified Nonprofit Corporations

1. (a) Name of Individual, Organization or Corporation AMERICANS FOR PROSPERITY		3. FEC Identification Number <div style="border: 1px solid black; padding: 2px; display: inline-block;">C C90013285</div>
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported 2111 WILSON BLVD. SUITE 350		
(c) City, State and ZIP Code ARLINGTON VA 22201		
2. Corporate filers only Is the filer a qualified nonprofit corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Individual filers only	Name of Employer	Occupation

4. TYPE OF REPORT (check appropriate boxes):

- (a) ☐ April 15 Quarterly Report
- ☐ July 15 Quarterly Report
- ☐ October 15 Quarterly Report
- ☐ January 31 Year-End Report
- ☒ 24-Hour Report
- ☐ 48-Hour Report

b) Is this Report an amendment? Yes ☐ No ☒

5. COVERING PERIOD: FROM

M M 10	/	D D 12	/	Y Y Y Y Y Y 2012
THROUGH				
M M 11	/	D D 01	/	Y Y Y Y Y Y 2012

6. TOTAL CONTRIBUTIONS

.00

7. TOTAL INDEPENDENT EXPENDITURES

2764200.00

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or any political party committee or its agent. In addition, (if the independent expenditures reported herein were made by a corporation) I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM**SIGNATURE****DATE***[Electronically Filed]*

Tracy Henke

Tracy Henke

11/02/2012

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this report to the penalties of 2 U.S.C. §437g.

For further information, contact:

Federal Election Commission, 999 E Street, N.W., Washington, D.C. 20463 Toll Free 800-424-9530, Local 202-694-1100

SCHEDULE 5-E
ITEMIZED INDEPENDENT EXPENDITURESPAGE 2 OF 2
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Angler, LLC		Date MM / DD / YYYY 10 / 12 / 2012	
Mailing Address P.O. Box 71686		Amount 4200.00	
City Phoenix	State AZ	Zip Code 85050	Transaction ID : F57.000001
Purpose of Expenditure Internet website development ("whereisthechange.org")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 30804920.32		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) _____	

Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 11 / 01 / 2012	
Mailing Address 600 Fairmount Ave Suite 306		Amount 1380000.00	
City Towson	State MD	Zip Code 21286	Transaction ID : F57.000002
Purpose of Expenditure Advertising-TV placement ("Replace")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 32184920.32		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) _____	

Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 11 / 01 / 2012	
Mailing Address 600 Fairmount Ave Suite 306		Amount 1380000.00	
City Towson	State MD	Zip Code 21286	Transaction ID : F57.000003
Purpose of Expenditure Advertising-TV placement ("Voted For")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 33564920.32		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) _____	

(a) SUBTOTAL of Itemized Independent Expenditures.....	2764200.00
(b) SUBTOTAL of Unitemized Independent Expenditures.....	0.00
(c) TOTAL Independent Expenditures (carry total from last page forward to Line 7)	2764200.00